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Proposed Counsel to the Official Committee
 of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK

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In re:	: Chapter 11
	:
LEXINGTON PRECISION CORP, <u>et al.</u> ,	: Case No. 08-11153 (MG)
	:
	:
Debtors.	:
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**APPLICATION FOR ORDER AUTHORIZING THE
 EMPLOYMENT OF ANDREWS KURTH LLP AS COUNSEL TO
 THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

The Official Committee of Unsecured Creditors (the “Committee”) of Lexington Precision Corporation (“LEXP”) and Lexington Rubber Group, Inc. (collectively with LEXP, the “Debtors”) for its Application for Order Authorizing the Employment of Andrews Kurth LLP (“Andrews Kurth”) as Counsel to the Committee (the “Application”), respectfully represents:

JURISDICTION

1. This Court has jurisdiction over the subject matter of this Application pursuant to 28 U.S.C. §§157 and 1334 and 11 U.S.C. §§ 327, 328, and 1103. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(A).

GENERAL BACKGROUND

2. On April 1, 2008 (the “Petition Date”), the Debtors filed with this Court petitions for relief under Chapter 11 of Title 11, United States Code (the “Bankruptcy Code”).

3. The Debtors continue to manage their properties and operate their businesses as debtor-in-possession pursuant to Section 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

The Debtors

4. The Debtors manufacture rubber and metal components for use primarily in automobiles and medical devices. The Debtors operate through two operating segments - - the Rubber Group and the Metals Group. The Debtors' components are generally sold to other manufacturers, primarily tier-one automotive parts manufacturers, which supply parts to the industry's leading automobile producers.

5. The Rubber Group is one of North America's largest manufacturer of rubber components for the automotive industry. The Rubber Group also manufactures and sells rubber components used in a variety of medical devices, including drug delivery systems, syringes, laparoscopic instruments, and catheters. The Metals Group manufactures aluminum, brass, steel and stainless steel components machined from bars, forgings, and cold-headed blanks, primarily for automotive customers. The Committee understands that Delphi Corporation is one of the Debtors' largest customers, representing almost 10% of the Debtors' consolidated net sales.

The Committee

6. On April 11, 2008 (the "Formation Date"), pursuant to Section 1102(a)(1) of the Bankruptcy Code, the United States Trustee appointed the Committee. The Committee consists of Wilmington Trust Company, Jefferies High Yield Trading, Wilfrid Aubrey LLC, Valhalla Capital Partners, LLC, Momentive Performance Materials, Inc., Wacker Chemical Corporation and Environmental Products & Services of Vermont, Inc.

RELIEF REQUESTED

7. Subject to this Court's approval, the Committee seeks to retain Andrews Kurth as its counsel, nunc pro tunc, the Formation Date. The Committee desires to employ Andrews Kurth because of Andrews Kurth's (i) knowledge of the Debtors, (ii) experience and knowledge in the field of business reorganizations under chapter 11 of the Bankruptcy Code, and other debt restructurings and (iii), debtor's and creditors' rights and corporate finance, generally. Andrews Kurth has significant expertise and experience practicing before bankruptcy courts (including this Court).

8. Pursuant to Section 1103(c) of the Bankruptcy Code, Andrews Kurth, as counsel to the Committee, would render legal services to the Committee including, but not limited to, the following:

- (a) consult with the Committee, the Debtors and the Office of the United States Trustee concerning the administration of this case;
- (b) review, analyze and respond to pleadings filed by the Debtors with this Court and to participate in hearings concerning such pleadings;
- (c) investigate the acts, conduct, assets, liabilities and financial condition of the Debtors, the operation of the Debtors' business and or proposals to restructure such business, and any matters relevant to this case in the event and to the extent required by the Committee;
- (d) take all necessary action to protect the rights and interests of the Committee, including, but not limited to, the negotiation and preparation of the documents relating to a chapter 11 plan, disclosure statement and confirmation of such plan;
- (e) represent the Committee in connection with the exercise of its powers and duties under the Bankruptcy Code and in connection with this Bankruptcy Case; and
- (f) perform all other necessary and appropriate legal services in connection with this Bankruptcy Case.

Andrews Kurth has indicated a willingness to act on the Committee's behalf to render the foregoing professional services.

9. To the best of the Committee's knowledge, and except as disclosed herein and in the certification of Paul N. Silverstein (the "Silverstein Certification"), executed on April 16, 2008 (attached hereto as Exhibit A), the members, counsel and associates of Andrews Kurth have not represented, and do not have any connection with, the Debtors, its creditors, equity security holders and any other parties in interest, including the office of the United States Trustee. To the best of the Committee's knowledge and as disclosed herein and in the Silverstein Certification, Andrews Kurth does not hold or represent any interest adverse to the Committee and is not a creditor, equity security holder or insider of the debtor.

10. From December 4, 2006 through April 1, 2008 (the "Ad Hoc Period"), Andrews Kurth represented certain entities who, in the aggregate, hold in excess of 75% of LEXP's 12% Senior Subordinated Notes due 2009 (the "Ad Hoc Committee"). The Ad Hoc Committee was comprised of Cape Investments, LLC, Hedgehog Capital, LLC, Jefferies & Company, Inc., Sandler Capital Management, Valhalla Capital Partners and Wilfrid Aubrey LLC. During the Ad Hoc Period, the Ad Hoc Committee was provided with access to certain confidential information relating to the Debtors. The Debtors "recognized" the Ad Hoc Committee and, pursuant to an engagement letter dated December 26, 2006 between the Debtors and Andrews Kurth, the Debtors agreed to pay Andrews Kurth's fees and expenses in connection with its representation of the Ad Hoc Committee. In connection with this representation, Andrews Kurth received payments from the Debtors totaling \$133,819.38.

11. In connection with its proposed retention by the Committee, Andrews Kurth researched its client database (the "Disclosure Procedure") to determine whether it had any relationships with the following entities:

- (i) the Debtors;
- (ii) current officers and directors of the Debtors;

- (iii) the beneficial holders of the 12% Senior Subordinated Notes to the extent known by the Debtors;
- (iv) significant holders of the LEXP's stock (those holding more than 5%);
- (v) members of the Ad Hoc committee;
- (vi) members of the Official Committee of Unsecured Creditors;
- (vii) the indenture trustee for the 12% Senior Subordinated Notes;
- (viii) the Debtors' pre-petition secured lenders; and
- (ix) the entities listed as the Debtors' 30 largest creditors.

12. A list of the names of each of the entities searched is attached as Schedule 1 to the Silverstein Certification.

13. To the extent that this search indicated that Andrews Kurth had or has a connection with any of these entities, they are listed below:

Matched Entity	Relationship to Debtor	Relationship to Andrews Kurth	Representation in Connection with Debtors' Case
American Express	Unsecured Creditor	Client	No
Cape Investments, LLC	Holder of 12% Notes	Client	Member of Ad Hoc Committee
Goodyear Tire & Rubber Co.	Unsecured Creditor	Client	No
Hedgehog Capital LLC	Holder of 12% Notes	Client	Member of Ad Hoc Committee
Jefferies High Yield Trading	Holder of 12% Notes	Client	Member of Ad Hoc Committee and Committee
PPG Industries, Inc.	Unsecured Creditor	Client	No
Sandler Capital Management	Holder of 12% Notes	Client	Member of Ad Hoc Committee
Valhalla Capital Partners, LLC	Holder of 12% Notes	Client	Member of Ad Hoc Committee and Committee
Wilfrid Aubrey, LLC	Holder of 12% Notes	Client	Member of Ad Hoc Committee and Committee
Wilmington Trust Company	Indenture Trustee	Client	Member of Committee

The fees for the last twelve months paid to Andrews Kurth by each of the entities listed above did not exceed 1% of the annual gross revenue of Andrews Kurth.

14. Andrews Kurth will continue to apply the disclosure procedure if additional information concerning entities having a connection with the Debtors emerges and will file appropriate supplemental disclosure with the Court (if any).

15. The Committee understands that Andrews Kurth has or may in the future represent other parties in interest in these Chapter 11 cases, including some or all of the parties listed on the Debtors' list of thirty largest creditors, in connection with matters wholly unrelated to these Chapter 11 cases.

16. Andrews Kurth intends to apply to the Court for allowance of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code and the rules and orders of this Court. The Committee understands that Andrews Kurth will bill for its customary hourly rates and its customary reimbursements as charged to bankruptcy and non-bankruptcy clients. The Committee further understands that the hourly rates of the partners at Andrews Kurth who presently expect to work on this matter range from \$585 to \$910, that the hourly rates of the associates who presently expect to work on this matter range from \$400. to \$545, and that the hourly rates of paralegals range from \$170 to \$230. The Committee also understands that these rates are adjusted from time to time and that Andrews Kurth is customarily reimbursed for all expenses incurred by it in connection with the representation of a client in a given matter, including all identifiable expenses that would not have been incurred except for the representation of a particular client.

17. Notice of this Application has been given to the Debtors, the United States Trustee, and will be served on those parties on the Master Service List comprising: (a) the Office of the United States Trustee for the Southern District of New York; (b) counsel for the Debtors; (c) the indenture trustee under the Debtors' senior note indenture; (d) the Debtors' thirty (30) largest unsecured creditors; (e) those persons who have formally appeared and requested service

in this proceeding pursuant to Bankruptcy Rule 2002; and (f) government agencies to the extent required by the Bankruptcy Rules and the Local Rules. In light of the nature of the relief requested, the Committee submits that no further notice need be given.

18. No previous application for the relief sought herein has been made by the Committee to this or any other Court.

WHEREFORE, the Committee respectfully requests that this Court enter an Order substantially in the form of Exhibit B hereto authorizing and approving the Committee's employment of the law firm of Andrews Kurth LLP nunc pro tunc the Formation Date (April 11, 2008) and for such other and further relief as is just and proper.

Dated: New York, New York
April 21, 2008

Respectfully submitted,

**THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF
LEXINGTON PRECISION CORPORATION**

By: /s/ Robert Welch
Robert Welch
Its: Chairman